

7970000015753

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Polaris Tours, Inc.

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailer No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 FEB 19 AM 11:32
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

REQUEST TAKEN CONFIRMED APPROVED
DATE 2-19-97
TIME 9:00
BY DR CK No. _____

WALK-IN
Will Pick Up _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED

97 FEB 19 AM 11:32

RECORDING STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

POLARIS TOURS, INC.

The undersigned subscriber to these Articles of Incorporation make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be: POLARIS TOURS, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of the corporation shall be:

7014 Edgeworth Dr., Orlando, Florida 32819.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation shall be Veronica Ragazzo, at the registered address of 7014 Edgeworth Drive., Orlando, Florida 32819.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be two (2).

B. The number of Directors of the corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial members of the Board of Directors, who shall hold office until his successor is duly elected and qualified, are:

Veronica Ragazzo, 7014 Edgeworth Drive, Orlando, Florida 32819

Gerardo Gutierrez, 7014 Edgeworth Drive, Orlando, Florida 32819

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Veronica Ragazzo, 7014 Edgeworth Dr., Orlando, Florida 32819.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

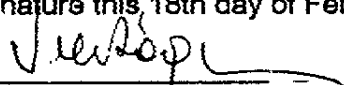
Shares held by shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders and to the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified and set forth in the By-laws.

FILED

IN WITNESS WHEREOF, the subscriber affixed his
signature this 18th day of February, 1997.

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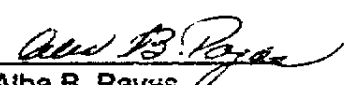
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

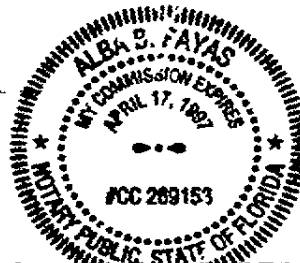

Veronica Ragazzo


Gerardo Gutierrez

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged
before me this 18th day of February, 1997, by VERONICA RAGAZZO and
GERARDO GUTIERREZ who is personally known to me, who did not take an
oath and who executed the foregoing Articles of Incorporation.


Alba B. Payas
Notary Public
My Commission expires
April 17, 1997



ACCEPTANCE BY REGISTERED AGENT

The undersigned, Veronica Ragazzo as registered agent appointed in
accordance with the foregoing Articles of Incorporation, does hereby accept
such appointment, and does hereby state that she is familiar with and accepts
the obligations imposed pursuant to Florida Statutes 607.325 of the Florida
Professional Service Corporation Act.


Veronica Ragazzo